

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575  
Fax 847 318-7588

**VIA FEDERAL EXPRESS**



April 19, 1999

RECORDATION NO.

22143

FILED

APR 20 '99

11-00AM

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated March 19, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Heller Performance Polymers, Inc.  
707 Westchester Avenue  
White Plains, NY 10604

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Tiffany Chase".

Tiffany Chase  
Manager of Documentation

Enclosures

(HPLF003)

EXHIBIT A  
to  
RIDER NO. 2RECORDATION NO. 22143

FILED

APR 20 '99

11-00AM

## MEMORANDUM OF LEASE

Assign. No. HPLF003

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 19<sup>th</sup> day of March, 1999, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and HELLER PERFORMANCE POLYMERS, Inc. ("Lessee"), a \_\_\_\_\_ corporation.

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of June 11, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 19, 1999 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

## LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]  
Name: R. A. Dombrowski  
Title: DIRECTOR of DOCUMENTATION

[CORPORATE SEAL]

By: [Signature]  
Name: RICHARD T. SEYMOUR  
Title: Vice President Sales & Marketing  
Executed on this 19<sup>th</sup> day of March, 1999.

STATE OF ILLINOIS

COUNTY OF COOK

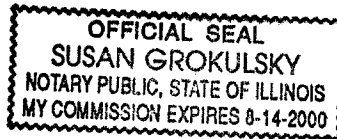
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid,  
certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due  
execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19<sup>th</sup> day of March, 1999.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2000  
(Notary Public)



LESSEE:

HELLER PERFORMANCE POLYMERS, Inc.

ATTEST:

By: [Signature]  
Name: LLOYD S. HOLLER  
Title: Exec. VP

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Executed on this 19<sup>th</sup> day of MARCH, 1999.

[CORPORATE SEAL]

STATE OF NY

COUNTY OF WESTCHESTER

I, MARK APPELBAUM, a Notary Public of the County and State aforesaid, certify that LLOYD S. HOLLER personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19<sup>th</sup> day of MARCH, 19 99.

[Signature]  
Notary Public

My Commission Expires: **MARK J. APPELBAUM**  
**Notary Public State of New York**  
**No. 02AP5044988**  
**Qualified in Westchester County**  
**Commission Expires June 12, 1999**  
\_\_\_\_\_  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

ONE (1) 5851cfc COVERED HOPPER CAR  
TQEX 58171